

Board of Governors of the Federal Reserve System

RSSD ID: 1073757



Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of **\$500** million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for

further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

June 30, 2011

Month / Date / Year (BHCK 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature (MM/DD/CCYY) (BHTX J196)

BANK OF AMERICA CORPORATION

Legal Title of Bank Holding Company (TEXT 9010)

100 NORTH TRYON STREET

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

CHARLOTTE

NC

28255

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		8711806	1.a.(1)(a)
(b) All other loans secured by real estate	4436		1356733	1.a.(1)(b)
(c) All other loans.....	F821		11351794	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		2886740	1.a.(2)
b. Income from lease financing receivables	4065		629549	1.b.
c. Interest income on balances due from depository institutions ¹	4115		303540	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities).....	B488		976003	1.d.(1)
(2) Mortgage-backed securities.....	B489		4162998	1.d.(2)
(3) All other securities.....	4060		1283670	1.d.(3)
e. Interest income from trading assets	4069		3163692	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		1113821	1.f.
g. Other interest income	4518		369757	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		36310103	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		115278	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		538482	2.a.(1)(b)
(c) Other deposits	6761		716728	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		311185	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		1915756	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		6269949	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		1188235	2.d.
e. Other interest expense	4398		489930	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		11545543	2.f.
3. Net interest income (item 1.h minus item 2.f).....	4074		24764560	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		7175936	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		859462	5.a.
b. Service charges on deposit accounts in domestic offices	4483		2602879	5.b.
c. Trading revenue ²	A220		4812829	5.c.
d. (1) Fees and commissions from securities brokerage	C886		5125900	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888		3262025	5.d.(2)
(3) Fees and commissions from annuity sales	C887		124440	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		995240	5.d.(4)
(5) Income from other insurance activities.....	C387		17399	5.d.(5)
e. Venture capital revenue.....	B491		27881	5.e.
f. Net servicing fees.....	B492		2636707	5.f.
g. Net securitization income	B493		72830	5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands		BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560		-14795964		5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561		18595		5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	B496		811535		5.k.
l. Other noninterest income ³	B497		7646732		5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079		14218490		5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521		0		6.a.
b. Realized gains (losses) on available-for-sale securities.....	3196		1148978		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		19338829		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217		3633507		7.b.
c. (1) Goodwill impairment losses.....	C216		2601885		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232		767107		7.c.(2)
d. Other noninterest expense ⁴	4092		16464083		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		42805411		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		-9849319		8.
9. Applicable income taxes (foreign and domestic).....	4302		-3317902		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300		-6531417		10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		-6531417		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103		245417		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13).....	4340		-6776834		14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

Dollar Amounts in Thousands		BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		25229670		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592		-9384210		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		152807		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above).....	4507		95867		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK		Number		
	4150		288084		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):					
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		367110		M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016		0		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		-278641		M.6.f.

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands

Memorandum A - Continued					Dollar Amounts in Thousands			BHCK														
6. g. Bank card and credit card interchange fees.....												F555			2928591	M.6.g.						
h. Gains on bargain purchases												J447			0	M.6.h.						
i. <table><tr><td>TEXT</td><td>OTHER EQUITY INVESTMENT INCOME</td></tr><tr><td>8562</td><td></td></tr></table>												TEXT	OTHER EQUITY INVESTMENT INCOME	8562				8562			1945581	M.6.i.
TEXT	OTHER EQUITY INVESTMENT INCOME																					
8562																						
j. <table><tr><td>TEXT</td><td>BANKER ACCEPTANCES</td></tr><tr><td>8563</td><td></td></tr></table>												TEXT	BANKER ACCEPTANCES	8563				8563			416908	M.6.j.
TEXT	BANKER ACCEPTANCES																					
8563																						
k. <table><tr><td>TEXT</td><td></td></tr><tr><td>8564</td><td></td></tr></table>												TEXT		8564				8564				M.6.k.
TEXT																						
8564																						
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):																						
a. Data processing expenses.....												C017			1337618	M.7.a.						
b. Advertising and marketing expenses												0497			1124410	M.7.b.						
c. Directors' fees												4136			0	M.7.c.						
d. Printing, stationery, and supplies.....												C018			0	M.7.d.						
e. Postage												8403			0	M.7.e.						
f. Legal fees and expenses												4141			623113	M.7.f.						
g. FDIC deposit insurance assessments.....												4146				M.7.g.						
h. Accounting and auditing expenses.....												F556			0	M.7.h.						
i. Consulting and advisory expenses.....												F557			646712	M.7.i.						
j. Automated teller machine (ATM) and interchange expenses.....												F558			0	M.7.j.						
k. Telecommunications expenses												F559			761671	M.7.k.						
l. <table><tr><td>TEXT</td><td>NON CREDIT LOSSES AND RECOVERIES</td></tr><tr><td>8565</td><td></td></tr></table>												TEXT	NON CREDIT LOSSES AND RECOVERIES	8565				8565			1196838	M.7.l.
TEXT	NON CREDIT LOSSES AND RECOVERIES																					
8565																						
m. <table><tr><td>TEXT</td><td>LITIGATION EXPENSE</td></tr><tr><td>8566</td><td></td></tr></table>												TEXT	LITIGATION EXPENSE	8566				8566			3208242	M.7.m.
TEXT	LITIGATION EXPENSE																					
8566																						
n. <table><tr><td>TEXT</td><td>LOAN AND COLLECTION EXPENSE</td></tr><tr><td>8567</td><td></td></tr></table>												TEXT	LOAN AND COLLECTION EXPENSE	8567				8567			870351	M.7.n.
TEXT	LOAN AND COLLECTION EXPENSE																					
8567																						
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):																						
a. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3571</td><td></td></tr></table>												TEXT		3571				3571			0	M.8.a.(1)
TEXT																						
3571																						
(2) Applicable income tax effect												BHCK	3572		0	M.8.a.(2)						
b. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3573</td><td></td></tr></table>												TEXT		3573				3573			0	M.8.b.(1)
TEXT																						
3573																						
(2) Applicable income tax effect												BHCK	3574		0	M.8.b.(2)						
c. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3575</td><td></td></tr></table>												TEXT		3575				3575			0	M.8.c.(1)
TEXT																						
3575																						
(2) Applicable income tax effect												BHCK	3576		0	M.8.c.(2)						
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)																						
Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:																						
a. Interest rate exposures.....												8757			791439	M.9.a.						
b. Foreign exchange exposures												8758			492741	M.9.b.						
c. Equity security and index exposures.....												8759			1059127	M.9.c.						
d. Commodity and other exposures												8760			487142	M.9.d.						
e. Credit exposures												F186			1982380	M.9.e.						

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹					
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090		-624320		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094		-235143		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading	C889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		-142526		M.10.b.
11. Credit losses on derivatives (see instructions)	A251		27500		M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431		97759		M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242		995106		M.12.b.(1)
(2) All other insurance premiums	C243		134		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983		368596		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)	BHCK				
	A530		0		M.13.
Dollar Amounts in Thousands		BHCK			
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551		816921		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		84384		M.14.a.(1)
b. Net gains (losses) on liabilities	F553		-342263		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554		-171912		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		1169352		M.15.
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228		4762		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319		157000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320		24000		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	J321		133000		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2010.

Schedule HI-A—Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands		BHCK				
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		228248104			1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	B507		0			2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		228248104			3.
	bhct					
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		-6776834			4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK					
a. Sale of perpetual preferred stock, gross	3577		0			5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		0			5.b.
6. Sale of common stock:						
a. Sale of common stock, gross	3579		0			6.a.
b. Conversion or retirement of common stock.....	3580		662989			6.b.
7. Sale of treasury stock.....	4782		0			7.
8. LESS: Purchase of treasury stock	4783		0			8.
9. Changes incident to business combinations, net.....	4356		0			9.
10. LESS: Cash dividends declared on preferred stock.....	4598		611034			10.
11. LESS: Cash dividends declared on common stock	4460		207012			11.
12. Other comprehensive income ¹	B511		858925			12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591		0			13.
14. Other adjustments to equity capital (not included above)	3581		464			14.
	bhct					
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	3210		222175602			15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other post retirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

					(Column A) Charge-offs¹			(Column B) Recoveries				
Dollar Amounts in Thousands					BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans					C891		134852		C892		87566	1.a.(1)
(2) Other construction loans and all land development and other land loans					C893		319908		C894		29763	1.a.(2)
b. Secured by farmland in domestic offices.....					3584		1347		3585		1424	1.b.
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					5411		2051914		5412		138624	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:												
(a) Secured by first liens					C234		2277370		C217		223176	1.c.(2)(a)
(b) Secured by junior liens					C235		565619		C218		36063	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....					3588		24902		3589		2519	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm nonresidential properties					C895		43245		C896		3955	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....					C897		155539		C898		71187	1.e.(2)
f. In foreign offices					B512		7		B513		32	1.f.
2. Loans to depository institutions and acceptances of other banks:												
a. To U.S. banks and other U.S. depository institutions					4653		5037		4663		6340	2.a.
b. To foreign banks					4654		0		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers					4655		8777		4665		7606	3.
4. Commercial and industrial loans:												
a. To U.S. addressees (domicile)					4645		837311		4617		244587	4.a.
b. To non-U.S. addressees (domicile)					4646		119368		4618		3377	4.b.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards					B514		5572807		B515		537113	5.a.
b. Automobile loans					K129		222619		K133		182987	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)												
					K205		1181157		K206		245322	5.c.
6. Loans to foreign governments and official institutions					4643		0		4627		0	6.
7. All other loans					4644		0		4628		0	7.
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures.....					F185		0		F187		7	8.a.
b. All other leases.....					C880		16972		F188		23752	8.b.
9. Total (sum of items 1 through 8).....					4635		13538751		4605		1845400	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

MEMORANDA

	(Column A) Charge-offs ¹				(Column B) Recoveries			
	Calendar year-to-date							
Dollar Amounts in Thousands	BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			6	4662			32

M.1.

M.2.

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar year-to-date				
	BHCK				
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388			618579	M.3.

	Dollar Amounts in Thousands				
	BHCK				
II. Changes in allowance for loan and lease losses					
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			41884556	1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			1845400	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK				
	C079			13538751	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523			0	4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230			7175936	5.
	BHCK				
6. Adjustments (see instructions for this schedule).....	C233			-55526	6.
	bhct				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			37311615	7.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

	Dollar Amounts in Thousands			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	BHCK			
	C435		0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389		0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390		263564	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781		8393700	M.4.

Notes to the Income Statement—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amount in Thousands			
1. Total interest income	BHBC			
	4107		0	1.
a. Interest income on loans and leases.....	4094		0	1.a.
b. Interest income on investment securities	4218		0	1.b.
2. Total interest expense	4073		0	2.
a. Interest expense on deposits	4421		0	2.a.
3. Net interest income	4074		0	3.
4. Provision for loan and lease losses.....	4230		0	4.
5. Total noninterest income	4079		0	5.
a. Income from fiduciary activities	4070		0	5.a.
b. Trading revenue	A220		0	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490		0	5.c.
d. Venture capital revenue.....	B491		0	5.d.
e. Net securitization income	B493		0	5.e.
f. Insurance commissions and fees.....	B494		0	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091		0	6.
7. Total noninterest expense	4093		0	7.
a. Salaries and employee benefits	4135		0	7.a.
b. Goodwill impairment losses.....	C216		0	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....	4301		0	8.
9. Applicable income taxes	4302		0	9.
10. Noncontrolling (minority) interest	4484		0	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest.....	4320		0	11.
12. Net income (loss)	4340		0	12.
13. Cash dividends declared.....	4475		0	13.
14. Net charge-offs.....	6061		0	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		0	15.

Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement—Other

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	5351						
			5351			0	1.
2.	5352						
			5352			0	2.
3.	5353						
			5353			0	3.
4.	5354						
			5354			0	4.
5.	5355						
			5355			0	5.
6.	B042						
			B042			0	6.
7.	B043						
			B043			0	7.
8.	B044						
			B044			0	8.
9.	B045						
			B045			0	9.
10.	B046						
			B046			0	10.

Notes to the Income Statement—Other, Continued

TEXT		Dollar Amounts in Thousands	BHCK			
11.	B047					
			B047			0
12.	B048					
			B048			0
13.	B049					
			B049			0
14.	B050					
			B050			0
15.	B051					
			B051			0
16.	B052					
			B052			0
17.	B053					
			B053			0
18.	B054					
			B054			0
19.	B055					
			B055			0
20.	B056					
			B056			0

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding CompaniesReport at the close of business 20110630**Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands				BHCK			
ASSETS							
1. Cash and balances due from depository institutions:							
a. Noninterest-bearing balances and currency and coin ¹	0081		40623521				1.a.
b. Interest-bearing balances: ²							
(1) In U.S. offices.....	0395		81957696				1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397		15807993				1.b.(2)
2. Securities:							
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754		180695				2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		351282417				2.b.
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold in domestic offices	BHDM	B987	271850				3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989	259436519				3.b.
4. Loans and lease financing receivables:							
a. Loans and leases held for sale.....			5369		20087582		4.a.
b. Loans and leases, net of unearned income	B528		961210538				4.b.
c. LESS: Allowance for loan and lease losses	3123		37311615				4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529		923898923				4.d.
5. Trading assets (from Schedule HC-D)	3545		253123179				5.
6. Premises and fixed assets (including capitalized leases)	2145		13792686				6.
7. Other real estate owned (from Schedule HC-M).....	2150		3915803				7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		6595052				8.
9. Direct and indirect investments in real estate ventures.....	3656		6435382				9.
10. Intangible assets:							
a. Goodwill.....	3163		71073519				10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		21817866				10.b.
11. Other assets (from Schedule HC-F).....	2160		194135154				11.
12. Total assets (sum of items 1 through 11)	2170		2264435837				12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		305323534	13.a.(1)	
(2) Interest-bearing	6636		647057047	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing	6631	BHFN	4973172	13.b.(1)	
(2) Interest-bearing	6636		82818104	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²					
	B993		1413904	14.a.	
	BHCK				
b. Securities sold under agreements to repurchase ³	B995		238106924	14.b.	
15. Trading liabilities (from Schedule HC-D)	3548		128299952	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190		406814472	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures⁴	4062		45678688	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		25773561	19.b.	
20. Other liabilities (from Schedule HC-G)	2750		154843596	20.	
21. Total liabilities (sum of items 13 through 20)	2948		2041102954	21.	
22. Not applicable					
EQUITY CAPITAL					
Bank Holding Company Equity Capital					
23. Perpetual preferred stock and related surplus	3283		16562204	23.	
24. Common stock (par value)	3230		101332	24.	
25. Surplus (exclude all surplus related to preferred stock)	3240		151465354	25.	
26. a. Retained earnings	3247		53254468	26.a.	
b. Accumulated other comprehensive income ⁵	B530		792657	26.b.	
c. Other equity capital components ⁶	A130		-413	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210		222175602	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		1157281	27.b.	
28. Total equity capital (sum of items 27.a and 27.b)	G105		223332883	28.	
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		2264435837	29.	

1. Includes total demand deposits and noninterest-bearing time and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

BHCK	
C884	0

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no) M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

a. _____
(1) Name of External Auditing Firm (TEXT C703)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			47358783	1287			46571543	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			2130477	1293			2298963	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			384703	1298			398647	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			0	8497			0	8498			7836755	8499			7645962	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			0	G301			0	G302			38157115	G303			39793640	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			141994269	G307			141822215	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			0	G311			0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312			0	G313			0	G314			48197958	G315			49096723	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities	G320			0	G321			0	G322			20192164	G323			20194581	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142			0	K143			0	K144			22450	K145			22500	4.c.(1)(a)
(b) Other pass-through securities	K146			0	K147			0	K148			5995125	K149			6695767	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K150			0	K151			0	K152			14439	K153			14811	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			217982	K157			223601	4.c.(2)(b)
5. Asset-backed securities and structured financial products:																	
a. Asset-backed Securities (ABS)	C026			5695	C988			5695	C989			7962258	C027			8042866	5.a.
b. Structured financial products:																	
(1) Cash	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) Synthetic	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) Hybrid	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities	1737			0	1738			0	1739			3476462	1741			3624133	6.a.
b. Foreign debt securities	1742			175000	1743			175000	1744			4376820	1746			4404586	6.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
7. Investments in mutual funds and other equity securities with readily determinable fair values																	7.
									A510		10007014	A511		20431879			
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct												bhct				
	1754		180695		1771		180695		1772		338324774		1773		351282417	8.	

MEMORANDA

Dollar Amounts in Thousands		BHCK				
1. Pledged securities ¹		0416	80261536			M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):						
a. 1 year and less		0383	20034361			M.2.a.
b. Over 1 year to 5 years		0384	6979047			M.2.b.
c. Over 5 years		0387	303112252			M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	0			M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):						
a. Amortized cost		8782	6512888			M.4.a.
b. Fair value		8783	6548050			M.4.b.

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.⁴</i>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838			0	B839			0	B840			941799	B841			951029	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			34255	B845			34107	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			2064754	B849			2069227	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			1811841	B853			1829765	M.5.d.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
4. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

Schedule HC-B—Continued

MEMORANDA—Continued

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
		BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																		
5. e.	Commercial and industrial loans	B854			0	B855			0	B856			401380	B857			404586	M.5.e.
	f. Other	B858			5695	B859			5695	B860			2708229	B861			2754152	M.5.f.
6.	Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
	a. Trust preferred securities issued by financial institutions	G348			0	G349			0	G350			0	G351			0	M.6.a.
	b. Trust preferred securities issued by real estate investment trusts ..	G352			0	G353			0	G354			0	G355			0	M.6.b.
	c. Corporate and similar loans	G356			0	G357			0	G358			0	G359			0	M.6.c.
	d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360			0	G361			0	G362			0	G363			0	M.6.d.
	e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
	f. Diversified (mixed) pools of structured financial products	G368			0	G369			0	G370			0	G371			0	M.6.f.
	g. Other collateral or reference assets	G372			0	G373			0	G374			0	G375			0	M.6.g.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate	1410		503056851						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158		2698107		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		18708171		1.a.(2)
b. Secured by farmland					BHDM				
c. Secured by 1–4 family residential properties:					1420		1341799		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....									
(2) Closed-end loans secured by 1–4 family residential properties:					1797		105461808		1.c.(1)
(a) Secured by first liens					5367		296720941		1.c.(2)(a)
(b) Secured by junior liens					5368		19486833		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460		5058450		1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties					BHCK				
(2) Loans secured by other nonfarm nonresidential properties.....					F160		15859096		1.e.(1)
					F161		26643077		1.e.(2)
					BHDM				
2. Loans to depository institutions and acceptances of other banks					1288		909103		2.
a. To U.S. banks and other U.S. depository institutions	1292		221404						2.a.
b. To foreign banks	1296		11483752						2.b.
3. Loans to finance agricultural production and other loans to farmers	1590		1058252		1590		1058252		3.
4. Commercial and industrial loans					1766		128359873		4.
a. To U.S. addressees (domicile)	1763		123428039						4.a.
b. To non-U.S. addressees (domicile)	1764		43221932						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975		189417308		6.
a. Credit cards	B538		130696256						6.a.
b. Other revolving credit plans.....	B539		27871160						6.b.
c. Automobile loans	K137		31739074						6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207		28160636						6.d.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		450441		2081		212530		7.
8. Not applicable									
9. Loans to nondepository financial institutions and other loans:									
a. Loans to nondepository financial institutions.....	J454		3104791		J454		2013254		9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545		25576268		1545		15078245		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		33631400		J451		25878066		9.b.(2)
10. Lease financing receivables (net of unearned income).....					2165		16822651		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162		0						10.a.
b. All other leases.....	F163		17597864						10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123		0		2123		0		11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2122		981298120		2122		871727564		12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM				
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	K158		3961		M.1.a.(1)
(2) All other construction loans and all land development and other land loans	K159		121373		M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576		9976615		M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160		0		M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161		0		M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162		58742		M.1.d.(2)
e. Commercial and industrial loans:	BHCK				
(1) To U.S. addressees (domicile)	K163		482606		M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K164		48365		M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K165		7202909		M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):	BHDM				
(1) Loans secured by farmland in domestic offices	K166		0		M.1.f.(1)
	BHCK				
(2) Loans to depository institutions and acceptances of other banks	K167		0		M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K168		0		M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	K098		5949808		M.1.f.(4)(a)
(b) Automobile loans	K203		0		M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204		1253100		M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K212		0		M.1.f.(5)
(6) Other loans ¹	K267		0		M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above	2746		7065831		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837		4126238		M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391		1374169		M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779		40069244		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780		34889976		M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230		14177266		M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands										BHCK								
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2010 , that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).																		
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties										F231				1141981				M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above										F232				1105341				M.6.c
7.–8. Not applicable.																		
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....										BHDM								
										F577				18799231				M.9.

Dollar Amounts in Thousands										(Column A) Consolidated				(Column B) Domestic Offices						
Dollar Amounts in Thousands										BHCK				BHDM						
Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.																				
10. Loans measured at fair value:										F608				17858842				M.10.a.		
a. Loans secured by real estate																				
(1) Construction, land development, and other land loans.....														F578				0	M.10.a.(1)	
(2) Secured by farmland (including farm residential and other improvements)														F579				0	M.10.a.(2)	
(3) Secured by 1–4 family residential properties:																				
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit														F580				100070	M.10.a.(3)(a)	
(b) Closed-end loans secured by 1–4 family residential properties:																				
(i) Secured by first liens.....														F581				16125287	M.10.a.(3)(b)(i)	
(ii) Secured by junior liens.....														F582				0	M.10.a.(3)(b)(ii)	
(4) Secured by multifamily (5 or more) residential properties.....														F583				0	M.10.a.(4)	
(5) Secured by nonfarm nonresidential properties														F584				761485	M.10.a.(5)	
b. Commercial and industrial loans										F585				6655611				F585	2662384	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):																				
(1) Credit cards.....										F586								F586	0	M.10.c.(1)
(2) Other revolving credit plans										F587								F587	0	M.10.c.(2)
(3) Automobile loans										K196								K196	0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)										K208								K208	0	M.10.c.(4)
d. Other loans										F589				445167				F589	445167	M.10.d.

Schedule HC-C—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609		23226446					
(1) Construction, land development, and other land loans.....					F590		0	M.11.a.
(2) Secured by farmland (including farm residential and other improvements)					F591		0	M.11.a.(1)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592		142658	M.11.a.(2)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F593		21007474	M.11.a.(3)(a)
(ii) Secured by junior liens.....					F594		0	M.11.a.(3)(b)(i)
(4) Secured by multifamily (5 or more) residential properties.....					F595		0	M.11.a.(3)(b)(ii)
(5) Secured by nonfarm nonresidential properties					F596		807314	M.11.a.(4)
b. Commercial and industrial loans	F597		7795221		F597		3135994	M.11.a.(5)
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								M.11.b.
(1) Credit cards.....	F598		0		F598		0	
(2) Other revolving credit plans	F599		0		F599		0	M.11.c.(1)
(3) Automobile loans	K195		584		K195		584	M.11.c.(2)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209		0		K209		0	M.11.c.(3)
d. Other loans	F601		442592		F601		442592	M.11.c.(4)
								M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected			
	BHCK				BHCK				BHCK			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:												
a. Loans secured by real estate	G091		0		G092		0		G093		0	
b. Commercial and industrial loans	G094		0		G095		0		G096		0	
c. Loans to individuals for household, family, and other personal expenditures	G097		0		G098		0		G099		0	
d. All other loans and all leases	G100		0		G101		0		G102		0	

Dollar Amounts in Thousands													
										BHCK			
13. Not applicable													
14. Pledged loans and leases										G378		323688143	M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands

	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCM			BHCK			
ASSETS							
1. U.S. Treasury securities	3531	25098523		3531	24367143		1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	3462627		3532	3462627		2.
3. Securities issued by states and political subdivisions in the U.S.	3533	10481363		3533	10481363		3.
4. Mortgage-backed securities (MBS):							
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK			BHDM			
G379		13024018		G379	13024018		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380	3248114		G380	3248114		4.b.
c. All other residential mortgage-backed securities.....	G381	3196655		G381	1150857		4.c.
d. Commercial MBS issued or guaranteed by FNMA, FHLMC, or GNMA	K197	1216527		K197	1216527		4.d.
e. All other commercial MBS	K198	1575585		K198	1546484		4.e.
5. Other debt securities							
a. Structured financial products:							
(1) Cash	G383	2846989		G383	943311		5.a.(1)
(2) Synthetic	G384	93548		G384	93548		5.a.(2)
(3) Hybrid	G385	0		G385	0		5.a.(3)
b. All other debt securities	G386	87421647		G386	21181266		5.b.
6. Loans:							
a. Loans secured by real estate	F610	833554					6.a.
(1) Construction, land development, and other land loans.....				F604	0		6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F605	0		6.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....				F606	0		6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens.....				F607	12092		6.a.(3)(b)(i)
(ii) Secured by junior liens.....				F611	28		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F612	0		6.a.(4)
(5) Secured by nonfarm nonresidential properties				F613	2074		6.a.(5)
b. Commercial and industrial loans	F614	2706368		F614	1899211		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F615	0		F615	0		6.c.(1)
(2) Other revolving credit plans	F616	0		F616	0		6.c.(2)
(3) Automobile loans	K199	0		K199	0		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210	0		K210	0		6.c.(4)
d. Other loans	F618	136733		F618	211		6.d.
7.–8. Not applicable							
9. Other trading assets.....	3541	43196344		3541	11860419		9.
10. Not applicable							
11. Derivatives with a positive fair value	3543	54584584		3543	36709129		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545	253123179		3545	131198422		12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
LIABILITIES								
13. a. Liability for short positions:								
(1) Equity securities.....	G209		16298369		G209		5848941	13.a.(1)
(2) Debt securities.....	G210		60282696		G210		33047747	13.a.(2)
(3) All other assets.....	G211		7606		G211		994	13.a.(3)
b. All other trading liabilities.....	F624		0		F624		0	13.b.
14. Derivatives with a negative fair value.....	3547		51711281		3547		34283450	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct							
	3548		128299952		3548		73181132	15.

MEMORANDA

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCK				BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.):									
a. Loans secured by real estate	F790		833554						M.1.a.
(1) Construction, land development, and other land loans.....					F625		0		M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F626		0		M.1.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit					F627		0		M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens.....					F628		43755		M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....					F629		8544		M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F630		0		M.1.a.(4)
(5) Secured by nonfarm nonresidential properties					F631		3798		M.1.a.(5)
b. Commercial and industrial loans	F632		7678823		F632		5077143		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F633		0		F633		0		M.1.c.(1)
(2) Other revolving credit plans	F634		0		F634		0		M.1.c.(2)
(3) Automobile loans	K200		0		K200		0		M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)									
d. Other loans.....	K211		0		K211		0		M.1.c.(4)
d. Other loans.....	F636		8103		F636		1644		M.1.d.
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value.....	F639		252632		F639		252632		M.2.a.
b. Unpaid principal balance	F640		1877057		F640		1877057		M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):									
a. Trust preferred securities issued by financial institutions.....	G299		0		G299		0		M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		0		G332		0		M.3.b.
c. Corporate and similar loans	G333		1389429		G333		212703		M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334		0		G334		0		M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G335		573946		G335		227468		M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651		541812		G651		185116		M.3.f.
g. Other collateral or reference assets	G652		435350		G652		411572		M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

		(Column A) Consolidated			(Column B) Domestic Offices				
Dollar Amounts in Thousands		BHCK				BHDM			
4. Pledged trading assets:									
a. Pledged securities.....		G387	104870335		G387	50519900		M.4.a.	
b. Pledged loans.....		G388	0		G388	0		M.4.b.	

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Demand deposits	2210		117273787		1.a.
b. NOW, ATS, and other transaction accounts	3187		28443518		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		684570753		1.c.
d. Time deposits of less than \$100,000.....	6648		67462020		1.d.
e. Time deposits of \$100,000 or more.....	2604		54630503		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
	BHOD				
a. Noninterest-bearing balances	3189		0		2.a.
b. NOW, ATS, and other transaction accounts	3187		0		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		0		2.c.
d. Time deposits of less than \$100,000.....	6648		0		2.d.
e. Time deposits of \$100,000 or more.....	2604		0		2.e.

MEMORANDA

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		8225952		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		141582		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		44782801		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		50383903		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		5960016		1.
2. Net deferred tax assets ²	2148		30334726		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans.....	A519		0		3.a.
b. Other financial assets.....	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		17827795		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		3607609		5.a.
b. Separate account life insurance assets	K202		18265080		5.b.
c. Hybrid account life insurance assets	K270		0		5.c.
6. Other	2168		118139928		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		194135154		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.

2. See discussion of deferred income taxes in Glossary entry on "income taxes."

3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.

4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		BHCK				
1. Not applicable						
2. Net deferred tax liabilities ¹	3049				0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557				916997	3.
4. Other	B984				153926599	4.
	bhct					
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750				154843596	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK				
1. Earning assets that are repriceable within one year or mature within one year	3197				966274486	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296				186344735	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298				94251617	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408				2154400	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409				406140	5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier bank holding companies.
(See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Reinsurance recoverables	B988		42437		1.
2. Total assets	C244		5121327		2.
LIABILITIES					
3. Claims and claims adjustment expense reserves	B990		719456		3.
4. Unearned premiums.....	B991		875572		4.
5. Total equity	C245		2823611		5.
6. Net income	C246		460713		6.

II. Life and Health Underwriting

		BHCK			
ASSETS					
1. Reinsurance recoverables	C247		845		1.
2. Separate account assets.....	B992		0		2.
3. Total assets	C248		316241		3.
LIABILITIES					
4. Policyholder benefits and contractholder funds	B994		21399		4.
5. Separate account liabilities	B996		0		5.
6. Total equity	C249		251672		6.
7. Net income	C250		6170		7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
ASSETS					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)					
	B558		49914000		1.a.
b. Mortgage-backed securities					
	B559		258291154		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)					
	B560		33138032		1.c.
2. Federal funds sold and securities purchased under agreements to resell					
	3365		282093343		2.
3. a. Total loans and leases in domestic offices					
	BHDM				
	3516		880750122		3.a.
(1) Loans secured by 1–4 family residential properties					
	3465		429830280		3.a.(1)
(2) All other loans secured by real estate					
	3466		72651172		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers					
	3386		1055562		3.a.(3)
(4) Commercial and industrial loans					
	3387		131348312		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards					
	B561		106164750		3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)					
	B562		97959299		3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs					
	BHFN				
	3360		102090185		3.b.
4. a. Trading assets					
	BHCK				
	3401		286012848		4.a.
b. Other earning assets					
	B985		158458769		4.b.
5. Total consolidated assets					
	3368		2326836130		5.
LIABILITIES					
6. Interest-bearing deposits (domestic)					
	3517		648259581		6.
7. Interest-bearing deposits (foreign)					
	3404		86251205		7.
8. Federal funds purchased and securities sold under agreements to repurchase					
	3353		276672437		8.
9. All other borrowed money					
	2635		425556088		9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock)					
	3519		235067043		11.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Derivatives and Off-Balance-Sheet Items**RSSD ID:**

1073757

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines).	3814		72143021		1.a.
b. (1) Unused consumer credit card lines	J455		454455471		1.b.(1)
(2) Other unused credit card lines.....	J456		17306028		1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816		7592527		1.c.(1)
(a) 1–4 family residential construction loan commitments.....	F164		810850		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		6781677		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		3658281		1.c.(2)
d. Securities underwriting.....	3817		0		1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans	J457		161099732		1.e.(1)
(2) Loans to financial institutions.....	J458		12714236		1.e.(2)
(3) All other unused commitments	J459		94999212		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....	6566		76743023		2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others.....	3820		16172562		2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		7107930		3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others.....	3822		3321251		3.a.
4. Commercial and similar letters of credit.....	3411		3158349		4.
5. Not applicable					
6. Securities lent	3433		6081657		6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Sold Protection				(Column B) Purchased Protection					
	BHCK				BHCK					
(1) Credit default swaps	C968		1990530089		C969		2065663926			7.a.(1)
(2) Total return swaps	C970		9282657		C971		7245711			7.a.(2)
(3) Credit options	C972		31504474		C973		34154938			7.a.(3)
(4) Other credit derivatives.....	C974		0		C975		0			7.a.(4)

b. Gross fair values:

(1) Gross positive fair value	C219		28983818		C221		60560683			7.b.(1)
(2) Gross negative fair value.....	C220		52511781		C222		29497994			7.b.(2)

c. Notional amounts by regulatory capital treatment:

(1) Positions covered under the Market Risk Rule:

(a) Sold protection	G401		2027717897							7.c.(1)(a)
(b) Purchased protection	G402		2102084576							7.c.(1)(b)

(2) All other positions:

(a) Sold protection	G403		3599323							7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404		4132654							7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405		847346							7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade				G406		133803589		G407		922303237		G408		200848816	7.d.(1)(a)
(b) Subinvestment grade				G409		97906233		G410		478103429		G411		198351916	7.d.(1)(b)
(2) Purchased credit protection:															
(a) Investment grade				G412		140207389		G413		986648599		G414		233651938	7.d.(2)(a)
(b) Subinvestment grade.....				G415		105522385		G416		444530889		G417		196503375	7.d.(2)(b)
8. Spot foreign exchange contracts.....															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)															
a. Securities borrowed.....															
b. Commitments to purchase when-issued securities															
c. Commitments to sell when-issued securities															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693 2793102668	BHCK 8694 8507324	BHCK 8695 27802188	BHCK 8696 459581436	11.a.
b. Forward contracts.....	BHCK 8697 9678802141	BHCK 8698 2687665473	BHCK 8699 78119270	BHCK 8700 74909170	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 572894567	BHCK 8702 60000	BHCK 8703 171610725	BHCK 8704 82903000	11.c.(1)
(2) Purchased options	BHCK 8705 455240564	BHCK 8706 150000	BHCK 8707 183097690	BHCK 8708 80849000	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 2516233735	BHCK 8710 545650630	BHCK 8711 359111039	BHCK 8712 37354238	11.d.(1)
(2) Purchased options	BHCK 8713 2677134671	BHCK 8714 542016777	BHCK 8715 71042692	BHCK 8716 39101529	11.d.(2)
e. Swaps.....	BHCK 3450 45518258719	BHCK 3826 880797765	BHCK 8719 43361925	BHCK 8720 87360635	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 62232244867	BHCK A127 4569446566	BHCK 8723 934145529	BHCK 8724 862059008	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 1979422198	BHCK 8726 95401403	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733 1082210783	BHCK 8734 78088926	BHCK 8735 26313988	BHCK 8736 17950529	14.a.(1)
(2) Gross negative fair value	BHCK 8737 1077310479	BHCK 8738 82152868	BHCK 8739 24636310	BHCK 8740 17495255	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741 47824870	BHCK 8742 8104706	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 32860041	BHCK 8746 3575008	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L—Continued

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.¹

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure	G418		64500981		G419		3365401		G420		1852326		G421		3886504		G422		53549005	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423		23663993		G424		0		G425		5474487		G426		527053		G427		9704044	15.b.(1)
(2) Cash—Other currencies	G428		27204387		G429		0		G430		154373		G431		2085436		G432		1984373	15.b.(2)
(3) U.S. Treasury securities	G433		45287		G434		185471		G435		795157		G436		0		G437		1407858	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438		2168406		G439		77447		G440		4806		G441		0		G442		1036608	15.b.(4)
(5) Corporate bonds	G443		157219		G444		0		G445		344496		G446		0		G447		606022	15.b.(5)
(6) Equity securities	G448		6197		G449		0		G450		793280		G451		0		G452		1742341	15.b.(6)
(7) All other collateral	G453		3207826		G454		0		G455		870254		G456		24613		G457		2210707	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458		56453315		G459		262918		G460		8436853		G461		2637102		G462		18691953	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2010.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459 10133189501				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6555	63260529			2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6556	45802945			3.
4. Other assets acquired in satisfaction of debts previously contracted	6557	28271			4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288	134985503			5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:					
(1) 1–4 family residential construction loans.....	BHDM K169	0			6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170	0			6.a.(1)(a)(2)
(b) Secured by farmland	K171	0			6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172	0			6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens	K173	0			6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174	0			6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175	0			6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176	0			6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177	0			6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers.....					
(3) Commercial and industrial loans	BHCK K178	0			6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179	0			6.a.(3)
(a) Credit cards.....	K180	0			6.a.(4)(a)
(b) Automobile loans	K181	0			6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....	K182	0			6.a.(4)(c)
(5) All other loans and leases.....	K183	0			6.a.(5)
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):					
(a) Loans to depository institutions and acceptances of other banks	K184	0			6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185	0			6.a.(5)(b)
(c) Other loans ¹	K186	0			6.a.(5)(c)
(d) Lease financing receivables	K273	0			6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):					
(1) Construction, land development, and other land in domestic offices.....	BHDM K187	0			6.b.(1)
(2) Farmland in domestic offices	K188	0			6.b.(2)
(3) 1–4 family residential properties in domestic offices	K189	0			6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	K190	0			6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191	0			6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

Dollar Amounts in Thousands		BHFN				
6. b. (6) In foreign offices		K260			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements		BHCK				
c. Debt securities (included in Schedule HC, items 2.a and 2.b)		K192			0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets)		J461			0	6.c.
		J462			0	6.d.
7. Captive insurance and reinsurance subsidiaries:						
a. Total assets of captive insurance subsidiaries ¹		K193		1649605		7.a.
b. Total assets of captive reinsurance subsidiaries ¹		K194		656389		7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no)		BHCK				
		C251			0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)		BHCK				
		6689			0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10		BHCK				
		6416			1	11.
TEXT						
6428						
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)		Area Code and Phone Number (TEXT 9009)				
12. Intangible assets other than goodwill:		BHCK				
a. Mortgage servicing assets		3164		12642077		12.a.
(1) Estimated fair value of mortgage servicing assets	6438		12649813			12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026		2806668		12.b.
c. All other identifiable intangible assets		5507		6369121		12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426		21817866		12.d.
13. Other real estate owned		2150		3915803		13.
14. Other borrowed money:		BHCK				
a. Commercial paper		2309		6176582		14.a.
b. Other borrowed money with a remaining maturity of one year or less		2332		152912964		14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333		247724926		14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190		406814472		14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)		BHCK				
		B569			1	15.
16. Assets under management in proprietary mutual funds and annuities		BHCK				
		B570		52080237		16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|---|
| BHCK | |
| C161 | 1 |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|---|
| BHCK | |
| C159 | 1 |
- 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|--|
| BHCK | |
| C700 | |
- 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? **(Enter "1" for yes; enter "0" for no)**.....
- | | |
|------|--|
| C701 | |
|------|--|
- 19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

		Dollar Amounts in Thousands			
		BHCK			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:					
a. Net assets	C252		487286543		20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross.....	4832		28588		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833		32337032		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		102661842		20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041		68		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043		41402390		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		139330899		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047		2578000		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.....	C253		5436847		21.

Schedule HC-M—Continued

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497

[http:// WWW.BANKOFAMERICA.COM](http://WWW.BANKOFAMERICA.COM) INVESTOR

22.

Dollar Amounts in Thousands		BHCK			
Memoranda items 23 and 24 are to be completed by all bank holding companies.					
23. Secured liabilities:					
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)					
	F064			0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)					
	F065		83633000		23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:					
a. Senior perpetual preferred stock or similar items					
	G234			0	24.a.
b. Warrants to purchase common stock or similar items					
	G235			0	24.b.

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans ...	F172		2729		F174		6020		F176		720578	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173		125839		F175		30021		F177		2820033	1.a.(2)
b. Secured by farmland in domestic offices.....	3493		997		3494		0		3495		56441	1.b.
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398		1655642		5399		293463		5400		1871676	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens	C236		10307522		C237		3311720		C229		20597571	1.c.(2)(a)
(b) Secured by junior liens	C238		514160		C239		433512		C230		480646	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		32723		3500		535		3501		338561	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178		69800		F180		22198		F182		922043	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		105301		F181		86594		F183		1685933	1.e.(2)
f. In foreign offices	B572		64459		B573		84785		B574		630412	1.f.
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions	5377		561		5378		345		5379		3615	2.a.
b. Foreign banks.....	5380		0		5381		0		5382		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594		6		1597		0		1583		31260	3.
4. Commercial and industrial loans	1606		446777		1607		304506		1608		2213217	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575		2457710		B576		3020363		B577		0	5.a.
b. Automobile loans	K213		429821		K214		99606		K215		0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216		696018		K217		710869		K218		57505	5.c.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		64228	6.
7. All other loans	5459		203831		5460		2673		5461		39182	7.
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures.....	F166		0		F167		0		F168		0	8.a.
b. All other leases.....	F169		56047		F170		21929		F171		23225	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....													9.
	3505		2961		3506		1811		3507		950479		
10. TOTAL (sum of items 1 through 9).....	5524		17172904		5525		38230950		5526		33506605		10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)													11.
	K036		3980250		K037		24904080		K038		518015		
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above													11.a.
	K039		1012206		K040		1123662		K041		167232		
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....													11.b.
	K042		2808845		K043		23709390		K044		177150		
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans	BHDM				BHDM				BHDM				12.a.(1)(a)
	K045		0		K046		0		K047		0		
(b) Other construction loans and all land development and other land loans													12.a.(1)(b)
	K048		0		K049		0		K050		0		
(2) Secured by farmland	K051		0		K052		0		K053		0		12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054		0		K055		0		K056		0		12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens	K057		0		K058		0		K059		0		12.a.(3)(b)(1)
(2) Secured by junior liens	K060		0		K061		0		K062		0		12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063		0		K064		0		K065		0		12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066		0		K067		0		K068		0		12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	K069		0		K070		0		K071		0		12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCK				BHCK				BHCK				12.b.
	K072		0		K073		0		K074		0		
c. Commercial and industrial loans.....	K075		0		K076		0		K077		0		12.c.

Schedule HC-N—Continued

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):															
(1) Credit cards	K078			0	K079			0	K080			0	12.d.(1)		
(2) Automobile loans	K081			0	K082			0	K083			0	12.d.(2)		
(3) Other consumer loans	K084			0	K085			0	K086			0	12.d.(3)		
e. All other loans and leases	K087			0	K088			0	K089			0	12.e.		
<i>Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>															
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)		
(2) Loans to foreign governments and official institutions	K095			0	K096			0	K097			0	12.e.(2)		
(3) Other loans ¹	K099			0	K100			0	K101			0	12.e.(3)		
(4) Lease financing receivables	K269			0	K271			0	K272			0	12.e.(4)		
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102			0	K103			0	K104			0	12.f.		

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

MEMORANDA

Dollar Amounts in Thousands				BHDM				BHDM				BHDM			
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1-4 family residential construction loans	K105			0	K106			0	K107			157249	M.1.a.(1)		
(2) Other construction loans and all land development and other land loans	K108			0	K109			0	K110			424442	M.1.a.(2)		
b. Loans secured by 1-4 family residential properties in domestic offices	BHCK				BHCK				BHCK						
	F661			1688387	F662			1701178	F663			4668372	M.1.b.		
c. Secured by multifamily (5 or more) residential properties in domestic offices ...	BHDM				BHDM				BHDM						
	K111			0	K112			0	K113			42890	M.1.c.		
d. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			0	K115			0	K116			73413	M.1.d.(1)		
(2) Loans secured by other nonfarm nonresidential properties	K117			0	K118			0	K119			281302	M.1.d.(2)		

Schedule HC-N—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile)	K120		74117		K121		94146		K122		144559	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123		0		K124		0		K125		40312	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)												
	K126		819160		K127		1257832		K128		52086	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K138		0		K139		0		K140		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		698224		K275		1080189		K276		0	M.1.f.(4)(a)
(b) Automobile loans	K277		0		K278		0		K279		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K280		0		K281		0		K282		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K283		0		K284		0		K285		0	M.1.f.(5)
(6) Other loans ¹	K286		0		K287		0		K288		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558		20284		6559		0		6560		105526	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508		691585		1912		624124		1913		1020530	M.3.
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale	C240		290022		C241		19146		C226		2118471	M.5.a.
b. Loans measured at fair value:												
(1) Fair value	F664		0		F665		0		F666		2389344	M.5.b.(1)
(2) Unpaid principal balance	F667		0		F668		0		F669		2389344	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued

MEMORANDA—Continued

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands				BHCK				BHCK			
6. Derivative contracts:											
Fair value of amounts carried as assets				3529	103692			3530	59646		

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter				C410		5144201	M.7.
8. Nonaccrual assets sold during the quarter.....				C411		196186	M.8.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale **or trading** in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	F066		13620883		1.a.
b. Closed-end junior liens.....	F067		5350		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F670		13101		1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671		4402		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	F068		16642734		2.a.
b. Closed-end junior liens.....	F069		14825		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F672		4211		2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673		2570		2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
a. Closed-end first liens.....	F070		34120147		3.a.
b. Closed-end junior liens.....	F071		21287		3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F674		165179		3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675		157863		3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens.....	F072		12177491		4.a.
b. Closed-end junior liens.....	F073		15371		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F676		899126		4.c.(1)
(2) Principal amount funded under the lines of credit.....	F677		163198		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. Closed-end 1–4 family residential mortgage loans.....	F184		-13365705		5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit.....	F560		21575		5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		2758961		6.a.
b. Closed-end junior liens.....	F679		5781		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit.....	F680		1963		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681		2046		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all bank holding companies.

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands						BHCK				BHCK				BHCK				BHCK			
ASSETS		bhcy																			
1. Available-for-sale securities	1773	351282417	G474		0	G475		50301801	G476		287518653	G477		13461963							1.
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK																				2.
	G478	95114974	G479		0	G480		0	G481		95114974	G482		0							3.
3. Loans and leases held for sale	G483	15143523	G484		0	G485		0	G486		11130769	G487		4012754							4.
4. Loans and leases held for investment.....	G488	9829809	G489		0	G490		0	G491		232215	G492		9597594							5.a.
5. Trading assets:	bhct																				5.b.
a. Derivative assets	3543	54584584	G493		1356383549	G494		3205290	G495		1392721504	G496		15041339							5.b.(1)
	BHCK																				6.
b. Other trading assets	G497	198538595	G498		0	G499		92271983	G500		92243026	G501		14023586							7.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240	345116	F684		0	F692		0	F241		0	F242		345116							8.
6. All other assets.....	G391	70828547	G392		6194433	G395		29683495	G396		30673994	G804		16665491							9.
7. Total assets measured at fair value on a recurring basis	G502	795322449	G503		1362577982	G504		175462569	G505		1909635135	G506		72802727							10.a.
LIABILITIES																					10.b.
8. Deposits.....	F252	3334407	F686		0	F694		0	F253		3334407	F254		0							11.
9. Federal funds purchased and securities sold under agreements to repurchase.....	G507	42452775	G508		0	G509		0	G510		42452775	G511		0							12.
10. Trading liabilities:	bhct																				13.
a. Derivative liabilities	3547	51711281	G512		1346820298	G513		2419568	G514		1386312216	G515		9799795							14.
	BHCK																				
b. Other trading liabilities.....	G516	76588671	G517		0	G518		56693296	G519		19832513	G520		62862							
11. Other borrowed money	G521	64858129	G522		0	G523		0	G524		61534285	G525		3323844							
12. Subordinated notes and debentures	G526	0	G527		0	G528		0	G529		0	G530		0							
13. All other liabilities	G805	27546850	G806		-880424	G807		23182908	G808		1962446	G809		1521072							
14. Total liabilities measured at fair value on a recurring basis.....	G531	266492113	G532		1345939874	G533		82295772	G534		1515428642	G535		14707573							

Schedule HC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				BHCK				BHCK				
Memoranda																						
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																						
a. Mortgage servicing assets.....		G536			0	G537			0	G538			0	G539			0	G540			0	M.1.a.
b. Nontrading derivative assets.....		G541			0	G542			0	G543			0	G544			0	G545			0	M.1.b.
c. BHTX G546		G546			0	G547			0	G548			0	G549			0	G550			0	M.1.c.
d. BHTX G551 SECURITIES RECEIVED AS COLLATERAL		G551			24527000	G552			0	G553			23067000	G554			1460000	G555			0	M.1.d.
e. BHTX G556		G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. BHTX G561		G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):																						
a. Loan commitments (not accounted for as derivatives).....		F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities.....		G566			0	G567			0	G568			0	G569			0	G570			0	M.2.b.
c. BHTX G571 OBLIGATION TO RETURN COLLATERAL		G571			24527000	G572			0	G573			23067000	G574			1460000	G575			0	M.2.c.
d. BHTX G576 SECURITIES		G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. BHTX G581		G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. BHTX G586		G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

For Federal Reserve Bank Use Only
C.I.

FR Y-9C
Page 44

RSSD ID:

1073757

Dollar Amounts in Thousands		BHCX				107.3
Tier 1 capital						
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		222175602			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK					
	8434		8160373			2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		0			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-7144899			4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0			5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		0			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215		20336882			6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		1550200			6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		74589529			7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264		-3219000			7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227		171676681			8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		1257245			9.a.
b. LESS: Disallowed deferred tax assets	5610		16572000			9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		-714481			10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		153132955			11.
Tier 2 capital						
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		41076942			12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218		0			13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		17722603			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		4691591			15.
16. Other Tier 2 capital components	B594		1360925			16.
17. Tier 2 capital (sum of items 12 through 16)	5311		64852061			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		64852061			18.
19. Tier 3 capital allocated for market risk	1395		0			19.
20. LESS: Deductions for total risk-based capital	B595		0			20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		217985016			21.
Total assets for leverage ratio						
22. Average total assets (from Schedule HC-K, item 5)	bhct					
	3368		2326836130			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		74589529			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		1257245			24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		16572000			25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK					
	B596		714481			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		2233702875			27.
28.–30. Not applicable						
	BHCK	Percentage				
Capital ratios						
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204		6.86	%		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		11.00	%		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		15.65	%		33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

															C000																					
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)																				
										Allocation by Risk			Weight Category																							
							0%			20%			50%			100%																				
Dollar Amounts in Thousands																																				
Balance Sheet Asset Categories																					BHCE			BHC0			BHC2			BHC5			BHC9			
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....																		BHCK 0010																		
																		138389210			0			96838263			37315783						4235164			34.
																		bhcx 1754																		
35. Held-to-maturity securities																		180695			0			0			0			0			180695			35.
																		bhcx 1773																		
36. Available-for-sale securities																		351282417			17100772			119320698			163478845			1940679			49441423			36.
37. Federal funds sold and securities purchased under agreements to resell.....																		BHCK C225																		
																		259708369						212554911			33042534						14110924			37.
																		bhct 5369																		
38. Loans and leases held for sale																		20087582			0			0			7023155			3126599			9937828			38.
																		bhct B528																		
39. Loans and leases, net of unearned income																		961210538			76537			47601766			116223306			125848466			671460463			39.
																		bhcx 3123																		
40. LESS: Allowance for loan and lease losses																		37311615			37311615															40.
																		bhcx 3545																		
41. Trading assets.....																		253123179			253123179			0			0			0			0			41.
																		BHCK B639																		
42. All other assets¹																		317765462			97195687			49141694			17451737			5589			153970755			42.
																		bhct 2170																		
43. Total assets (sum of items 34 through 42).....																		2264435837			330184560			525457332			374535360			130921333			903337252			43.

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, direct and indirect investments in real estate ventures, intangible assets, and other assets.

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount		Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹		(Column C)		(Column D)		(Column E)		(Column F)		
						Allocation by Risk Weight Category								
						0%		20%		50%		100%		
Derivatives and Off-Balance Sheet Items	BHCK B546			BHCE		BHC0		BHC2		BHC5		BHC9		
44. Financial standby letters of credit.....	76759715		1.00 or 12.5 ²	76759715		1913648		17017595		1539945		56288527		44.
45. Performance standby letters of credit	bhct 6570													
46. Commercial and similar letters of credit	7107930		.50	3553965		114159		1718431		0		1721375		45.
47. Risk participations in bankers acceptances acquired by the reporting institution	bhct 3411													
	3158349		.20	631670		25711		132899		0		473060		46.
	BHCK 3429													
	0		1.00	0		0		0				0		47.
	bhct 3433													
48. Securities lent.....	6081657		1.00	6081657		6081657		0		0		0		48.
49. Retained recourse on small business obligations sold with recourse	bhct A250													
	0		1.00	0		0		0		0		0		49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement														
	BHCK B541													
	745520		12.5 ³	4763265								4763265		50.
51. All other financial assets sold with recourse	BHCK B675													
	80691092		1.00	80691092		75985154		2250684		59027		2396227		51.
52. All other off-balance sheet liabilities.....	BHCK B681													
	60154334		1.00	60154334		60148944		0		0		5390		52.
53. Unused commitments:														
a. With an original maturity exceeding one year	BHCK 6572													
	252765276		.50	126382638		689593		19374353		2090727		104227965		53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591													
	8069554		.10	806955		0		0		0		806955		53.b.
				BHCE A167										
54. Derivative contracts.....				370774421		97274301		167281449		106218671				54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

			(Column C)	(Column D)	(Column E)	(Column F)	
			Allocation by Risk Weight Category				
			0%	20%	50%	100%	
Dollar Amounts in Thousands							
Totals							
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....			BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.
			767690499	582310771	240829703	1074020016	
56. Risk weight factor.....			× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)			BHCK B700	BHCK B701	BHCK B702	BHCK B703	
			0	116462154	120414852	1074020016	57.
58. Market risk equivalent assets.....						BHCK 1651	
						102355502	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)						BHCK B704	
						1413252524	59.
60. LESS: Excess allowance for loan and lease losses.....						BHCK A222	
						20506009	60.
61. LESS: Allocated transfer risk reserve.....						BHCK 3128	
						0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61).....						BHCK A223	
						1392746515	62.

Schedule HC-R—Continued

MEMORANDA

MEMORANDA

Dollar Amounts in Thousands										BHCK													
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764		123835289	M.1.										
With a remaining maturity of																							
(Column A) One year or less										(Column B) Over one year through five years				(Column C) Over five years									
Dollar Amounts in Thousands										BHCK				BHCK				BHCK					
2. Notional principal amounts of derivative contracts: ¹																							
a. Interest rate contracts.....										3809		13250299998		8766		9114284324		8767		6463204812		M.2.a.	
b. Foreign exchange contracts										3812		3073981628		8769		608634700		8770		283712703		M.2.b.	
c. Gold contracts										8771		0		8772		0		8773		0		M.2.c.	
d. Other precious metals contracts.....										8774		7085		8775		0		8776		0		M.2.d.	
e. Other commodity contracts										8777		144472952		8778		64943164		8779		4120873		M.2.e.	
f. Equity derivative contracts										A000		95793494		A001		75557012		A002		15507853		M.2.f	
g. Credit derivative contracts:																							
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																							
(1) Investment grade.....										G597		139879990		G598		982903346		G599		233448386		M.2.g.(1)	
(2) Subinvestment grade.....										G600		105475385		G601		442694854		G602		196315023		M.2.g.(2)	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:										Dollar Amounts in Thousands										BHCK			
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....										5479		16561447									M.3.a.		
b. Not applicable.																							
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b).....										C498		102500									M.3.c.		
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)										A507		272078									M.3.d.		
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c).....										2771		0									M.4.		
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																							
a. In the form of perpetual preferred stock.....										5483		0									M.5.a.		
b. In the form of common stock										5484		0									M.5.b.		

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK			
7. Not applicable	F031		70467340	M.6.
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219		0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220		374578	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990		757	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502		21511747	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221		70619441	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	BHCK	Percentage		
	G222		12.69 %	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

RSSD ID:

1073757

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

							C000
(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands							
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....							1.
BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	
384822880	12210280	0	6184	363464	3004566	49212602	
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)							2.a.
BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	
0	0	0	0	0	0	0	
b. Subordinated securities and other residual interests							2.b.
BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	
15174	0	0	3260	0	5043	495571	
c. Standby letters of credit and other enhancements.....							2.c.
BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	
316613	117518	0	0	16692	0	144	
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1							3.
BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	
0	0	0	0	0	0	37697	
4. Past due loan amounts included in item 1:							
a. 30–89 days past due.....							4.a.
BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	
22573759	490755	0	302	6045	0	620558	
b. 90 days or more past due.....							4.b.
BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	
148804925	2198802	0	0	2734	0	3156645	
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....							5.a.
BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	
8657761	738364	0	25	5014	0	0	
b. Recoveries							5.b.
BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	
240398	207874	0	25	0	0	0	

Schedule HC-S—Continued

RSSD ID: 1073757 FR Y-9C
Page 51

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands							
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 5043	6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0	6.b.
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0	7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0	7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0	8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0	8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements							
	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures							
	BHCK B783 105858	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized							
	BHCK B790 670458	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11							
	BHCK B797 543867	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0

Schedule HC-S—Continued

MEMORANDA

	Dollar Amounts in Thousands				
	BHCK				
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance	A249			0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250			0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others) :					
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		20253412		M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		1551297973		M.2.b.
c. Other financial assets ¹	A591		130982335		M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699		87881468		M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806			0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807			0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808		3553313		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809		1006700		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407			0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:												
a. Cash and balances due from depository institutions	J981		3412000		J982			0	J983		60000	1.a.
b. Held-to-maturity securities	J984		0		J985			0	J986		0	1.b.
c. Available-for-sale securities	J987		251000		J988			0	J989		0	1.c.
d. Securities purchased under agreements to resell	J990		0		J991			0	J992		0	1.d.
e. Loans and leases held for sale	J993		749000		J994			0	J995		816000	1.e.
f. Loans and leases, net of unearned income	J996		145177000		J997			0	J998		6751000	1.f.
g. Less: Allowance for loan and lease losses	J999		6345000		K001			0	K002		22000	1.g.
h. Trading assets (other than derivatives)	K003		8699000		K004			0	K005		2047000	1.h.
i. Derivative trading assets	K006		1914000		K007			0	K008		353000	1.i.
j. Other real estate owned	K009		175000		K010			0	K011		0	1.j.
k. Other assets	K012		3139000		K013			0	K014		353000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:												
a. Securities sold under agreements to repurchase	K015		0		K016			0	K017		0	2.a.
b. Derivative trading liabilities	K018		0		K019			0	K020		0	2.b.
c. Commercial paper	K021		230000		K022			0	K023		0	2.c.
d. Other borrowed money (exclude commercial paper)	K024		59567000		K025			0	K026		356000	2.d.
e. Other liabilities	K027		209000		K028			0	K029		44000	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030		0		K031			0	K032		0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033		8746000		K034			0	K035		2143000	4.

Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands				
		BHBC				
1.	Average loans and leases (net of unearned income).....	3516			0	1.
2.	Average earning assets	3402			0	2.
3.	Average total consolidated assets	3368			0	3.
4.	Average equity capital.....	3519			0	4.

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company				
	0000			750

Notes to the Balance Sheet—Other

		Dollar Amounts in Thousands				
	TEXT	BHCK				
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)					
		K141			0	1.
2.	5357 SECURITIZED CREDIT CARD RECEIVABLES, AUTO AND STUDENT LOANS, INCLUDED IN SCHEDULE HC-V, LINE 1.F.COL.A, ARE LEGALLY ISOLATED FROM BANK OF AMERICA CORPORATION.					
		5357		145177000		2.
3.	5358					
		5358			0	3.
4.	5359					
		5359			0	4.
5.	5360					
		5360			0	5.
6.	B027					
		B027			0	6.

Notes to the Balance Sheet—Other, Continued

TEXT		Dollar Amounts in Thousands	BHCK				
7.	B028						
			B028			0	7.
8.	B029						
			B029			0	8.
9.	B030						
			B030			0	9.
10.	B031						
			B031			0	10.
11.	B032						
			B032			0	11.
12.	B033						
			B033			0	12.
13.	B034						
			B034			0	13.
14.	B035						
			B035			0	14.
15.	B036						
			B036			0	15.
16.	B037						
			B037			0	16.
17.	B038						
			B038			0	17.
18.	B039						
			B039			0	18.
19.	B040						
			B040			0	19.
20.	B041						
			B041			0	20.